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TRINITY INDUSTRIES LEASING COMPANY

A Subsidiary of Trinity Industries, Inc.



RECORDATION NO. 15195-Q-T

March 17, 1995

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OFFICE OF THE
SECRETARY
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LICENSING BRANCH

Secretary
Interstate Commerce Commission
Twelfth Street & Constitution Avenue N.W.
Washington, D.C. 20423
Attention: Recordation, Room 2311

RE: Documents for Recordation
Trinity Industries Leasing Company
Equipment Trust (Series 5-3)

Dear Ladies and Gentlemen:

On behalf of Trinity Industries Leasing Company and in accordance with the provisions of Section 11303 of the Interstate Commerce Act, as revised, and Rules and Regulations of the Interstate Commerce Commission ("ICC") thereunder, enclosed herewith for filing and recordation are the following documents:

1. Two (2) executed originals of Third Supplement to Equipment Trust Agreement, a primary document, dated as of March 17, 1995, between Trinity Industries Leasing Company (the "Company") and NationsBank of Texas, N.A. (formerly NCNB Texas National Bank), as Successor Trustee (the "Bank");
2. Two (2) executed originals of an Assignment, a primary document, dated March 17, 1995, between the Company ("Assignor") and the Bank, as Successor Trustee ("Assignee");
3. Two (2) executed originals of a Bill of Sale, a secondary document, dated March 17, 1995, between the Company ("Seller") and the Bank, as Successor Trustee ("Buyer"); and
4. Two (2) executed originals of a Bill of Sale, a secondary document, dated March 17, 1995, between the Bank, as Successor Trustee ("Seller") and the Company ("Buyer").

The enclosed Third Supplement, Assignment and Bill of Sale referenced in paragraphs 1, 2 and 3, above, relate to the Equipment Trust Agreement dated as of March 15, 1987 between the Company and the NationsBank of Texas, N.A., formerly known as NCNB Texas National Bank, Successor Trustee, as Trustee, which was filed and recorded under Recordation No. 15195 on March 31, 1987, along with

an Assignment and Bill of Sale under Recordation Nos. 15195-A and 15195-B, respectively; the First Supplement to Equipment Trust Agreement dated as of November 20, 1989 between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 15195-I on November 29, 1989, along with an Assignment and Bill of Sale under Recordation Nos. 15195-H and 15195-J, respectively; and the Second Supplement to Equipment Trust Agreement dated as of February 16, 1994, between the Company and the Bank, as Successor Trustee, which was filed and recorded under Recordation No. 15195-M on February 23, 1994, along with Assignment and Bill of Sales under Recordation Nos. 15195-N and 15195-O, respectfully.

The enclosed Bill of Sale referenced in paragraph 4, above, relates to Fifty One (51) railcars and the lease thereof subject to the said Equipment Trust Agreement that were released from the Equipment Trust and assigned by the said Trustee to the Company.

We request that the Assignment be cross-indexed.

The address of Trinity Industries Leasing Company is 2000 Gardner Expressway, Quincy, Illinois 62306-0867, and the address of the Bank, the Trustee is 901 Main Street, Dallas, Texas 75202.

The railroad equipment covered by the Third Supplement to Equipment Trust Agreement is described in Exhibit A attached hereto. The foregoing railroad equipment consists solely of cars intended for use relating to interstate commerce.

Enclosed is our check in the amount of \$168.00 to cover the recordation fee. (Such fee was determined on the basis that the Assignment is being filed concurrently with the Third Supplement to Equipment Trust Agreement).

You are hereby authorized to deliver any unneeded copies of the Third Supplement to Equipment Trust Agreement, the Assignment and the Bills of Sale, with the filing date noted thereon, following recordation thereof, to the representative of Washington Service Bureau who is delivering this letter and said enclosures to you.

A short summary of the documents appear in the index follows:

- (a) Primary Documents. (i) Third Supplement to Equipment Trust Agreement, a primary document, dated as of March 17, 1995, between the Company (as vendor and lessee), and the Bank, as Successor Trustee, and covering Forty Two (42) railroad cars, and (ii) Assignment, a primary document, dated March 17, 1995, between the Company (as Assignor), and the Bank, as Successor Trustee, and covering Forty Two (42) railroad cars.
- (b) Secondary Documents. Bill of Sale, a secondary document, dated March 17, 1995, between the Company (as Seller), and the Bank, as Successor Trustee (as Buyer), and covering various railroad cars, and connected to the Third Supplement to Equipment Trust Agreement referred to

in paragraph (a) above, and Bill of Sale, a secondary document, dated March 17, 1995, between the Bank, as Successor Trustee (Seller) and the Company (Buyer), and covering various railroad cars, and connected to the Equipment Trust Agreement dated as of March 15, 1987 referred to above.

Very truly yours,

A handwritten signature in cursive script that reads "Alice D. Buchanan".

Alice D. Buchanan
Paralegal

Enclosures

TRINITY INDUSTRIES LEASING COMPANY (Series 5-3)

Equipment Trust, Series 5

RECORDATION NO. 15195-5 FILED 1426

Bill of Sale

MAR 21 1995 - 3 10 PM

THIS AGREEMENT, dated the 17th day of March, 1995, between Trinity Industries Leasing Company, a Delaware Corporation, (hereinafter called "Seller"), and NationsBank of Texas, N.A. (formerly known as NCNB Texas National Bank), a national banking association, as Successor Trustee (hereinafter called "Buyer"), as contemplated by the Third Supplement to Equipment Trust Agreement dated as of March 17, 1995, supplementing and amending the Equipment Trust Agreement dated as of March 15, 1987 (the "Equipment Trust Agreement"), between Seller and Buyer.

WITNESSETH

That in consideration of \$10.00 in hand paid and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Seller does hereby sell, grant and convey to the Buyer, its successors and assigns, the following described equipment:

The Forty Two (42) railroad cars described in Exhibit A and more particularly identified in Exhibit B and incorporated by reference herein (the "Equipment").

Seller hereby warrants that Seller has good and marketable title to the Equipment, that Seller's title to the Equipment is free from all liens and encumbrances (including any leasehold interests therein) other than the Existing Leases described in the attached Exhibit A, the Assignment of even date herewith between the Seller and Buyer and the rights of Seller under the Equipment Trust Agreement, and Seller further agrees to forever warrant and defend the title to the Equipment unto Buyer, its successors and assigns, against all lawful claims.

TRINITY INDUSTRIES LEASING COMPANY

By:

K. W. Lewis

K. W. Lewis
Senior Vice President

[SEAL]

ATTEST:

Neil O. Shover

Assistant Secretary

STATE OF TEXAS §
 §
COUNTY OF DALLAS §

On this 17th day of March, 1995 before me, personally appeared K. W. Lewis, to me personally known, who being by me duly sworn, says that he is the Senior Vice President of Trinity Industries Leasing Company, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, the said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Alice D. Buchanan
Signature of Notary Public

My Commission expires:

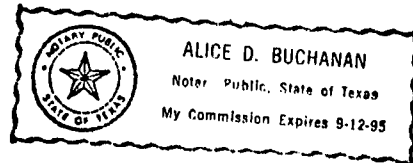


EXHIBIT A

1. Railroad Car Lease Agreement, dated April 2, 1992, between Trinity Industries Leasing Company and AG Processing, Inc. covering the following described railroad cars (Partial Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
1	25,498 Gal. 111A100W1 Tank Car	TILX 250177

2. Railroad Car Net Lease Agreement, dated January 1, 1994, between Trinity Industries Leasing Company and Exxon Chemical Americas covering the following described railroad cars (Partial Rider 5):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
16	5,851 cu.ft. Lo Covered Hopper Cars	ECUX 867078-867093

3. Railroad Car Lease Agreement, dated March 28, 1989, between Trinity Industries Leasing Company and Petrowest Petroleum Ltd. covering the following described railroad cars (Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
14	34,000 Gal. 112J340W Tank Cars	TILX 300300,300302-300305 300311,300316,300321 300322,300325,300326 300328,300329,300333

4. Railroad Car Net Lease Agreement, dated August 25, 1994, between Trinity Industries Leasing Company and Excel Railcar Corporation, covering the following described railroad cars (Partial Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
11	2,950 cu.ft. Lo Covered Hopper Cars	ERCX 9486-9496

EXHIBIT B
DESCRIPTION OF TRUST EQUIPMENT

<u>Quantity and Type</u>	<u>Class</u>	<u>Capacity</u>	<u>Initialed Car Numbers</u>	<u>Earliest Service</u>
1 Tank Car	111A100W1	25,498 Gal.	TILX 250177	6/93
16 Hopper Cars	Lo	5,851 cu.ft.	ECUX 867078-867093	3/94
14 Tank Cars	112J340W	34,000 Gal.	TILX 300300,300302-300305 300311,300316,300321 300322,300325,300326 300328,300329,300333	1/80
11 Hopper Cars	Lo	2,950 cu.ft.	ERCX 9486-9496	12/94